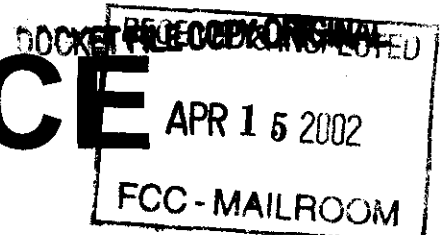




PUBLIC NOTICE



Federal Communications Commission
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DA 02-801
Released: April 9, 2002

DOMESTIC SECTION 214 APPLICATION FILED TO TRANSFER CONTROL OF COUNTRY ROAD COMMUNICATIONS, LLC TO ABRY PARTNERS IV, L.P.

PLEADING CYCLE ESTABLISHED

WC Docket No. 02-71

On March 20, 2002, Country Road Communications, Inc. ("Country Road") and ABRY Partners IV, L.P. ("ABRY") (collectively, "Applicants") filed an application pursuant to section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and section 63.01 of the Commission's rules, 47 C.F.R. § 63.01, requesting authorization to transfer control of Country Road from its current stockholders to ABRY.¹

Applicants contemplate that Country Road will convert from a corporation to a limited liability company, Country Road Communications, LLC ("CRC LLC"). ABRY and a sister fund, ABRY Investment Partnership, L.P. (collectively, the "Investing ABRY Funds"), will invest a minimum of \$20 million in CRC LLC, and as a result, obtain an equity ownership position of approximately 33.4%, on a fully diluted basis.² In addition, ABRY will acquire the right to appoint three of the seven members of CRC LLC's Board of Directors. Each ABRY director will have two votes on all matters to be voted on by the Board of Directors, and each other director will have one vote, thereby giving ABRY a majority of the votes of CRC LLC's Board of Directors.

¹ Applicants also are filing applications to transfer control of the international section 214 authorizations held by or applied for by the indirect, wholly-owned subsidiaries of Country Road. Applicants filed applications to transfer control of various wireless licenses held by Country Road's rural local exchange companies, Saco River Telegraph and Telephone Company and Evans Telephone Company. See Wireless Telecommunications Bureau Assignment of Authorization and Transfer of Control Applications Accepted for Filing, Report No. 1137, *Public Notice*, 6, 18 (rel. Mar. 27, 2002) (File Nos. 0000813444, 0000813481).

² ABRY's investment will be substantially greater than that of ABRY Investment Partnership, L.P.; therefore, the Applicants identify ABRY as being the transferee in the instant application and other transfer of control applications (international section 214 and Form 603) filed with the Commission.

The current shares that Prudential Insurance Company of America ("Prudential") and its various affiliates hold in Country Road will be converted into membership interest in CRC LLC. The Prudential entities will hold, in the aggregate, approximately 43% of the equity interests on a fully diluted basis. The present management of Country Road will not change as a result of the proposed transaction. Harry Bennett will continue as Chairman and Chief Executive Officer of CRC LLC.

Country Road is based in New Jersey and wholly owns four rural local exchange companies: Pine Tree Telephone & Telegraph Company in Gray, Maine; Saco River Telegraph and Telephone Company in Bar Mills, Maine; War Telephone Company in War, West Virginia; and Evans Telephone Company in Turlock, California. In addition, Country Road wholly owns, indirectly, CRC Communications of Maine, Inc. d/b/a Pine Tree Networks ("Pine Tree Networks"), a competitive local exchange carrier (LEC) and interexchange carrier (IXC) in the State of Maine, and Communications Design Acquisition Corporation, an IXC in the State of Maine.

On February 20, 2002, Evans Long Distance, a division of Evans Communications, applied for international global facilities-based and resale authority pursuant to section 214. Evans Communications is an indirect, wholly-owned subsidiary of Country Road. Its application was placed on Public Notice for acceptance on March 15, 2002.³ Upon grant of its application, Evans Communications will begin providing both domestic interexchange and international services.

ABRY is a Delaware limited partnership with numerous non-attributable limited partners. Its general partner is ABRY Capital Partners, L.P. ("ABRY LP"), also a Delaware limited partnership. ABRY LP's general partner is ABRY Capital Partners, LLC ("ABRY LLC"). ABRY LLC is a Delaware limited liability company whose sole member is Royce Yudkoff. The Investing ABRY Funds have entered into a management agreement with ABRY Partners, LLC, a related company, which performs certain management functions on behalf of the Funds. ABRY Partners, LLC ultimately is controlled by Mr. Yudkoff.

ABRY and its affiliated entities are part of a related private equity investment firm with over \$2 billion of capital under management, dedicated exclusively to the media and communications sectors, including radio and television broadcasting subject to FCC jurisdiction. Through a number of investment partnerships, the related ABRY companies currently manage capital on behalf of more than 100 limited partners, which include Fortune 100 pension funds, university endowments, charitable trusts, leading insurance companies, major commercial banks and high net worth individuals.

The applicants assert it is in the public interest to grant this application. Country Road, through its wholly-owned subsidiaries, seeks to become a leading telecommunications provider

³ The application was assigned file No. ITC-214-20020225-00113.

in communities that lie outside of major metropolitan areas. To meet its objectives, it seeks to acquire rural telephone companies or their assets. It intends to provide new, enhanced communications services, including high-speed broadband services, to its customers. Indeed, Country Road asserts that it is committed to providing the latest technology and systems support to its acquired companies. Country Road states that through the efficiency and proximity of its facilities in rural areas, it is implementing a competitive LEC build-out in adjacent urban areas, and that ABRY's investment is an integral part of Country's Road's build-out plans.

GENERAL INFORMATION

The transfer of control application identified herein has been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Final action will not be taken on the application earlier than 31 days following the date of this Public Notice.⁴ Interested parties may file petitions to deny on or before **May 9, 2002**.

All filings concerning any or all matters in this Public Notice should refer to **WC Docket No. 02-71**. Due to the threat of contamination that resulted in the disruption of regular mail, the Commission released an Order⁵ on November 29, 2001 temporarily amending certain procedural rules on an emergency basis. Pleadings must be filed electronically (*i.e.*, by e-mail or facsimile), by overnight delivery service, or by hand delivery to the Commission's Massachusetts Avenue location.⁶

- **If filed electronically** by e-mail, pleadings shall be filed at the following e-mail address: CCBSecretary@fcc.gov. Please also copy all those listed below. For security purposes, it is recommended that documents filed via electronic mail be converted to PDF format.
- **If filed by facsimile**, pleadings shall be faxed to (202) 418-0187. The fax transmission should include a cover sheet listing contact name, phone number, and an e-mail address (if available).
- **If filed by hand delivery**, documents shall be delivered to the Commission's contractor, Vistronix, at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. All hand deliveries must be held together with rubber bands or fasteners,

⁴ See 47 C.F.R. § 63.52.

⁵ See *Implementation of Interim Electronic Filing Procedures for Certain Commission Filings*, Order, FCC 01-345 (rel. Nov. 29, 2001).

⁶ See *FCC Announces a New Filing Location for Paper Documents and a New Fax Number for General Correspondence*, Public Notice, DA 01-2919 (rel. Dec. 14, 2001).

and any envelopes must be disposed of before entering the building.

- **If filed by overnight delivery service other than U.S. Postal Service (USPS)** Express Mail and Priority Mail, filings must be addressed to 9300 East Hampton Drive, Capitol Heights, MD 20743. USPS first-class mail, Express Mail, and Priority Mail should continue to be addressed to the Commission's headquarters at 445 12th Street, S.W., Washington, D.C. 20554.

In addition, one copy of each pleading must be sent to each of the following:

- (1) the Commission's duplicating contractor, Qualex International, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; e-mail: qualexint@aol.com; facsimile: (202) 863-2898; phone: (202) 863-2893.
- (2) Janice Myles, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C, Washington, D.C. 20554; e-mail: jmyles@fcc.gov, and
- (3) Bill Dever, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C266, Washington, D.C. 20554; e-mail: wdever@fcc.gov; and
- (4) Jeff Tobias, Public Safety and Private Wireless Division, Wireless Telecommunications Bureau, 445 12th Street, S.W., Room 2-C828, Washington, D.C. 20554; e-mail: jtobias@fcc.gov; and
- (5) Imani Ellis-Cheek, Telecommunications Division, International Bureau, 445 12th Street, S.W., Room 6-A739, Washington, D.C. 20554; e-mail: iellis@fcc.gov; and
- (6) Nandan Joshi, Office of General Counsel, 445 12th Street, S.W., Room 8-A820, Washington, D.C. 20554; e-mail: njoshi@fcc.gov.

Copies of the application and any subsequently-filed documents in this matter may be obtained from Qualex International, in person at 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, via telephone at (202) 863-2893, via facsimile at (202) 863-2898, or via e-mail at qualexint@aol.com. The application and any associated documents are available for public inspection and copying during normal reference room hours at the following Commission office: FCC Reference Information Center, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. The application is also available electronically through the Commission's Electronic Comment Filing System (ECFS), which may be accessed on the Commission's Internet website at <http://www.fcc.gov>.

For further information, please contact Tracey Wilson, at (202) 418-1394 or Bill Dever, Competition Policy Division, Wireline Competition Bureau at (202) 418-1578.